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**UNITED STATES DISTRICT COURT FOR
THE SOUTHERN DISTRICT OF NEW YORK**

RAILROAD INSURANCE UNDERWRITERS,

Plaintiff,

CERTAIN UNDERWRITERS AT LLOYD'S,
LONDON, EXCESS INSURANCE COMPANY
LIMITED and HARPER INSURANCE LIMITED,

Defendants.

Civil Action No. 07-cv-3071 (LLS) (RLE)

Hon. Louis L. Stanton, U.S.D.J.

**CERTIFICATION OF
BRIAN E. O'DONNELL**

[Electronically Filed on April 19, 2007]

I, BRIAN E. O'DONNELL, of full age, hereby certify that:

1. I am an attorney at law admitted to practice in this Court, and am a member of the firm of Riker, Danzig, Scherer, Hyland & Perretti LLP, attorneys for defendants Excess Insurance Company Limited ("Excess") and Harper Insurance Limited ("Harper") (collectively, "Defendants") in the captioned matter. As such I am fully familiar with the facts set forth below.

2. I submit this Certification in support of Defendants' Motion for an Order Dismissing the Litigation and Compelling Arbitration.

3. Attached as Exhibit A is a copy of a Quota Share Treaty entered into between Defendants and plaintiff Railroad Insurance Underwriters, for and on behalf

of its member companies, effective November 30, 1963, which was attached to the Summons and Complaint served upon Defendants on February 23, 2007.

4. Attached as Exhibit B is a copy of the Summons and Complaint served upon Defendants on February 23, 2007.

5. Attached as Exhibit C is a copy of a letter dated April 29, 2005 from Ellen R. Clarke, Esq. of Mendes and Mount LLP (“Clarke”), to John L. Comeau of Affiliated Reinsurance Associations (“Comeau”).

6. Attached as Exhibit D are copies of a fax cover sheet and letter dated May 3, 2005 from Comeau to Clarke.

7. Attached as Exhibit E is a copy of a letter dated May 20, 2005 from Clarke to Comeau.

8. Attached as Exhibit F is a copy of a letter dated May 24, 2005 from Comeau to Clarke.

9. Attached as Exhibit G is a copy of a letter dated August 18, 2005 from Clarke to Comeau.

10. Attached as Exhibit H is a copy of a letter dated August 24, 2005 from Comeau to Clarke.

11. Attached as Exhibit I is a copy of an e-mail dated March 9, 2007 from Alan J. Sorkowitz, Esq., counsel for RUI, to my associate, Caroline Brizzolara, Esq., confirming RUI’s consent to Defendants’ request for an extension of time to answer or otherwise respond to the Complaint.

12. Attached as Exhibit J is a copy of an unpublished decision, Mutual Fire, Marine & Inland Ins. Co. v. Norad Reinsurance Co., Civ. A. No. 86-1034, 1986 WL 6131 (E.D. Pa. May 28, 1986).

13. Attached as Exhibit K is a copy of an unpublished decision, In re the Arbitration between Insurance Intermediaries, Inc. and Harbor Underwriters, Inc., Case No. 02-2156-JWL, 2002 WL 1602417 (D. Kan. July 17, 2002).

14. Attached as Exhibit L is a copy of an unpublished decision, Stuart Leventhal, FZUS, Inc. v. Franzus Co., No. 88 Civ. 35467 (MBM), 1988 WL 132868 (S.D.N.Y. Dec. 6, 1988).

15. Attached as Exhibit M is a copy of an unpublished decision, Triple Z Postal Services, Inc. v. United Parcel Service, Inc., No. 118057/05, 2006 WL 3393259 (N.Y. Sup. Ct. Nov. 24, 2006).

I certify under penalty of perjury that the foregoing statements made by me are true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Executed on April 19, 2007

By: /s/
Brian E. O'Donnell (BEO-7458)
RIKER, DANZIG, SCHERER, HYLAND
& PERRETTI LLP

Attorneys for Excess Insurance Company
Limited and Harper Insurance Limited